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**EXHIBIT A**  
**(Proposed Order)**

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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead  
Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)  
Chapter 11 (Lead Case) (Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11 U.S.C.  
§ 327(e), FED. R. BANKR. P. 2014(a) AND 2016,  
AND THE ORDER AUTHORIZING THE  
DEBTORS TO EMPLOY PROFESSIONALS  
USED IN THE ORDINARY COURSE OF  
BUSINESS FOR AUTHORITY TO RETAIN AND  
EMPLOY CLARENCE DYER & COHEN LLP AS  
SPECIAL COUNSEL FOR THE DEBTORS  
EFFECTIVE AS OF THE PETITION DATE**

1           Upon the Application, dated August 5, 2020 (the “**Application**”),<sup>1</sup> of PG&E Corporation  
2 (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and reorganized  
3 debtors (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter**  
4 **11 Cases**”), pursuant to section 327(e) of title 11 of the United States Code (the “**Bankruptcy Code**”)  
5 and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”),  
6 for authority to retain and employ Clarence Dyer & Cohen LLP (“**CDC**” or the “**Firm**”) as special  
7 counsel for certain matters for the Debtors effective as of the Petition Date, all as more fully set forth in  
8 the Application; and this Court having jurisdiction to consider the Application and the relief requested  
9 therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Order Referring Bankruptcy Cases and  
10 Proceedings to Bankruptcy Judges, General Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules  
11 for the United States District Court for the Northern District of California (the “**Bankruptcy Local**  
12 **Rules**”); and consideration of the Application and the requested relief being a core proceeding pursuant  
13 to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409;  
14 and due and proper notice of the Application having been provided to the parties listed therein, and it  
15 appearing that no other or further notice need be provided; and this Court having reviewed the  
16 Application, the Dyer Declaration, the Prior Dyer Declaration, and the Loduca Declaration; and upon  
17 the record of the Hearing (if any was held) and all of the proceedings had before the Court; and this  
18 Court having found and determined that the relief sought in the Application is in the best interests of the  
19 Debtors, their estates, creditors, shareholders, and all parties in interest; and that the legal and factual  
20 bases set forth in the Application establish just cause for the relief granted herein; and after due  
21 deliberation and sufficient cause appearing therefor,

22           IT IS HEREBY ORDERED THAT:

- 23           1.       This Application is granted as provided herein.
- 24           2.       The Debtors are authorized, pursuant to section 327(e) of the Bankruptcy Code and  
25 Bankruptcy Rules 2014(a) and 2016, to retain and employ CDC as special counsel under the terms and  
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28           <sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

1 conditions set forth in the Application and the Dyer Declaration, which are appropriate under the terms  
2 of these Chapter 11 Cases, effective *nunc pro tunc* to the Petition Date.

3         3.       The Debtors are authorized to continue to employ Dyer in connection with the Specific  
4 Matters as set forth in the Application and the Dyer Declaration, which are appropriate under the terms  
5 of these Chapter 11 Cases, and to engage CDC as special counsel in connection therewith under section  
6 327(e) of the Bankruptcy Code.

7         4.       Prior to the filing of this Application, CDC was compensated pursuant to the OCP Order.  
8 Following entry of this Order, for the period beginning February 1, 2020, CDC shall be compensated in  
9 accordance with, and will file, interim and final fee applications for allowance of its compensation and  
10 expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules,  
11 the Bankruptcy Local Rules, the Fee Guidelines, the Interim Compensation Procedures Order, and any  
12 further order of the Court.

13         5.       CDC shall be reimbursed for reasonable and necessary expenses as provided by the Fee  
14 Guidelines.

15         6.       Fees paid and expenses reimbursed prior to entry of this Order under the OCP Order shall  
16 not be subject to this Order.

17         7.       CDC shall use reasonable efforts to avoid any duplication of services provided by any of  
18 the Debtors' other retained professionals in these Chapter 11 Cases.

19         8.       Notice of the Application as provided therein shall be deemed good and sufficient notice  
20 of the Application.

21         9.       CDC shall provide reasonable notice to the Debtors and the U.S. Trustee of any increase  
22 of CDC's hourly rates as set forth in the Sorensen Declaration.

23         10.      To the extent the Application is inconsistent with this Order, the terms of this Order shall  
24 govern.

25         11.      This Court shall retain jurisdiction to hear and determine all matters arising from or  
26 related to the implementation, interpretation, or enforcement of this Order.

27                         \*\*END OF ORDER\*\*  
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